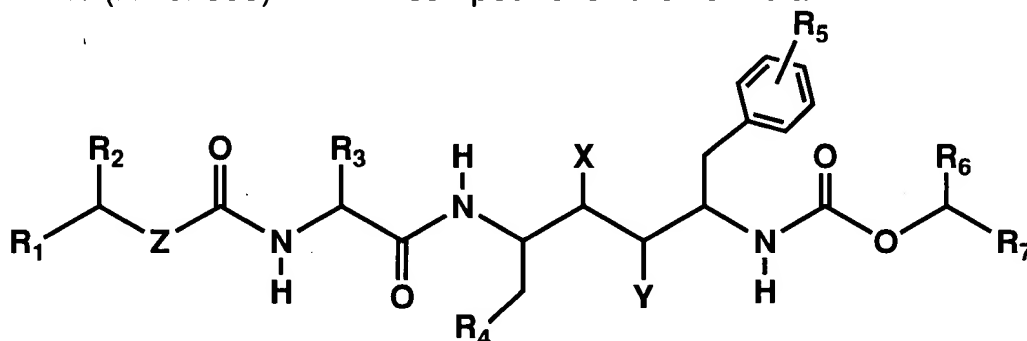


1. (Amended)

A compound of the formula:



wherein R₁ is monosubstituted thiazolyl[,] or monosubstituted oxazolyl, [monosubstituted isoxazolyl or monosubstituted isothiazolyl] wherein the substituent is selected from (i) loweralkyl, (ii) loweralkenyl, (iii) cycloalkyl, (iv) cycloalkylalkyl, (v) cycloalkenyl, (vi) cycloalkenylalkyl, [(vii) heterocyclic wherein the heterocyclic is selected from aziridinyl, azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, pyridinyl, pyrimidinyl, pyridazinyl and pyrazinyl and wherein the heterocyclic is unsubstituted or substituted with a substituent selected from halo, loweralkyl, hydroxy, alkoxy and thioalkoxy, (viii) (heterocyclic)alkyl wherein heterocyclic is defined as above,] [(ix) (vii) alkoxyalkyl, [(x) (viii) thioalkoxyalkyl, [(xi) (ix) alkylamino, [(xii) (x) dialkylamino, [(xiii) (xi) phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from halo, loweralkyl, hydroxy, alkoxy, and thioalkoxy, [(xiv) (xii) phenylalkyl wherein the phenyl ring is unsubstituted or substituted as defined above, [(xv) (xiii) dialkylaminoalkyl, [(xvi) (xiv) alkoxy and [(xvii) (xv) thioalkoxy;

R₂ is hydrogen or loweralkyl;

R₃ is loweralkyl;

R₄ is phenyl[, thiazolyl or oxazolyl] wherein the phenyl[, thiazolyl or oxazolyl] ring is unsubstituted or substituted with a substituent selected from

(i) halo, (ii) loweralkyl, (iii) hydroxy, (iv) alkoxy and (v) thioalkoxy;

R₅ is hydrogen, halo, loweralkyl, hydroxy, alkoxy or thioalkoxy;

R₆ is hydrogen or loweralkyl;

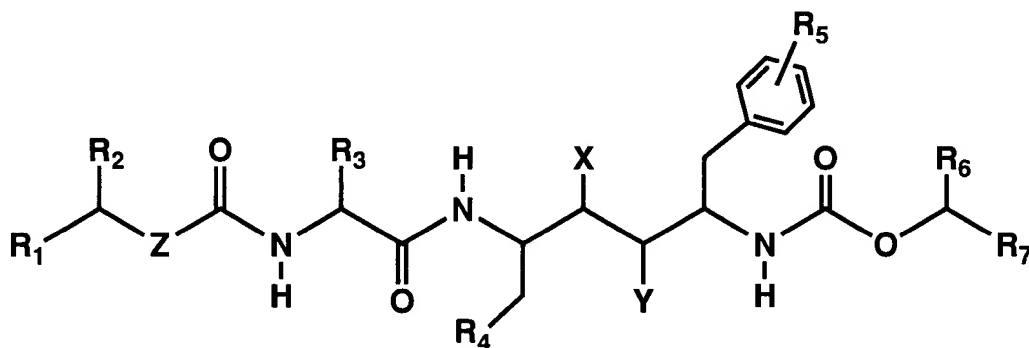
R₇ is thiazolyl[, or oxazolyl, [isoxazolyl or isothiazolyl] wherein the thiazolyl[, or oxazolyl[, isoxazolyl or isothiazolyl] ring is unsubstituted or substituted with loweralkyl;

A'
Cont'd

X is hydrogen and Y is -OH or X is -OH and Y is hydrogen, with the proviso that X is hydrogen and Y is -OH when Z is -N(R₈)- and R₇ is unsubstituted and with the proviso that X is hydrogen and Y is -OH when R₃ is methyl and R₇ is unsubstituted;

Z is -O-, -S-, -CH₂- or -N(R₈)- wherein R₈ is loweralkyl or cycloalkyl; or a pharmaceutically acceptable salt, ester or prodrug thereof.

3. (Amended) A compound of the formula:



wherein R₁ is monosubstituted thiazolyl[, or monosubstituted oxazolyl, [monosubstituted isoxazolyl or monosubstituted isothiazolyl] wherein the substituent is selected from (i) loweralkyl, (ii) loweralkenyl, (iii) cycloalkyl, (iv) cycloalkylalkyl,

(v) cycloalkenyl, (vi) cycloalkenylalkyl, [(vii) heterocyclic wherein the heterocyclic is selected from aziridinyl, azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, pyridinyl, pyrimidinyl, pyridazinyl and pyrazinyl and wherein the heterocyclic is unsubstituted or substituted with a substituent selected from halo, loweralkyl, hydroxy, alkoxy and thioalkoxy, (viii) (heterocyclic)alkyl wherein heterocyclic is defined as above], [(ix)] (vii) alkoxyalkyl, [(x)] (viii) thioalkoxyalkyl, [(xi)] (ix) alkylamino, [(xii)] (x) dialkylamino, [(xiii)] (xi) phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from halo, loweralkyl, hydroxy, alkoxy and thioalkoxy, [(xiv)] (xii) phenylalkyl wherein the phenyl ring is unsubstituted or substituted as defined above, [(xv)] (xiii) dialkylaminoalkyl, [(xvi)] (xiv) alkoxy and [(xvii)] (xv) thioalkoxy;

R₂ is hydrogen;

R₃ is loweralkyl;

R₄ is phenyl[, thiazolyl or oxazolyl] wherein the phenyl[, thiazolyl or oxazolyl] ring is unsubstituted or substituted with a substituent selected from

(i) halo, (ii) loweralkyl, (iii) hydroxy, (iv) alkoxy and (v) thioalkoxy;

R₅ is hydrogen, halo, loweralkyl, hydroxy, alkoxy or thioalkoxy;

R₆ is hydrogen;

R₇ is thiazolyl[, or oxazolyl, [isoxazolyl or isothiazolyl] wherein the thiazolyl[, or oxazolyl[, isoxazolyl or isothiazolyl] ring is unsubstituted or substituted with loweralkyl;

X is hydrogen and Y is -OH or X is -OH and Y is hydrogen;

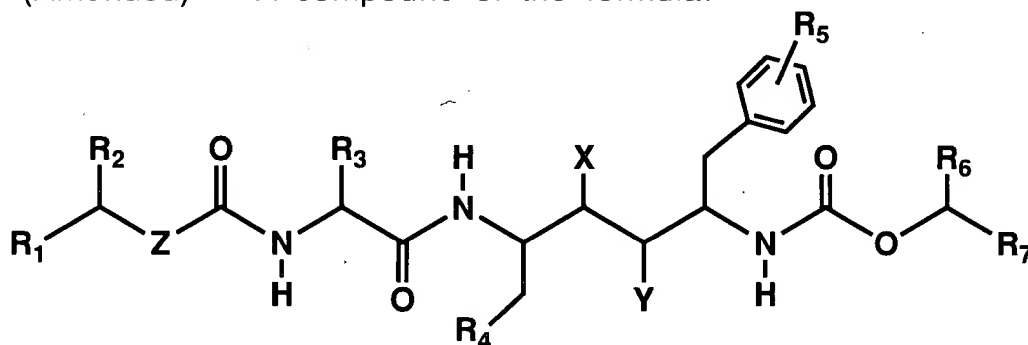
A 2
cont'd

Z is -O- or -S-;

or a pharmaceutically acceptable salt, [ester or prodrug thereof].

4. (Amended) The compound of Claim 3 wherein R₁ is monosubstituted thiazolyl [or monosubstituted oxazolyl].

5. (Amended) A compound of the formula:



wherein R₁ is monosubstituted thiazolyl[,] or monosubstituted oxazolyl, [monosubstituted isoxazolyl or monosubstituted isothiazolyl] wherein the substituent is selected from (i) loweralkyl, (ii) loweralkenyl, (iii) cycloalkyl, (iv) cycloalkylalkyl, (v) cycloalkenyl, (vi) cycloalkenylalkyl, [(vii) heterocyclic wherein the heterocyclic is selected from aziridinyl, azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, pyridinyl, pyrimidinyl, pyridazinyl and pyrazinyl and wherein the heterocyclic is unsubstituted or substituted with a substituent selected from halo, loweralkyl, hydroxy, alkoxy and thioalkoxy, (viii) (heterocyclic)alkyl wherein heterocyclic is defined as above], [(ix)] (vii) alkoxyalkyl, [(x)] (viii) thioalkoxyalkyl, [(xi)] (ix) alkylamino, [(xii)] (x) dialkylamino, [(xiii)] (xi) phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from halo, loweralkyl, hydroxy, alkoxy and thioalkoxy, [(xiv)] (xii) phenylalkyl wherein the phenyl ring is unsubstituted or substituted as defined above,]

[(xv)] (xiii) dialkylaminoalkyl, [(xvi)] (xiv) alkoxy and [(xvii)] thioalkoxy;

R₂ is hydrogen;

R₃ is loweralkyl;

R₄ is phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from (i) halo, (ii) loweralkyl, (iii) hydroxy, (iv) alkoxy and (v) thioalkoxy;

A² R₅ is hydrogen, halo, loweralkyl, hydroxy, alkoxy or thioalkoxy;

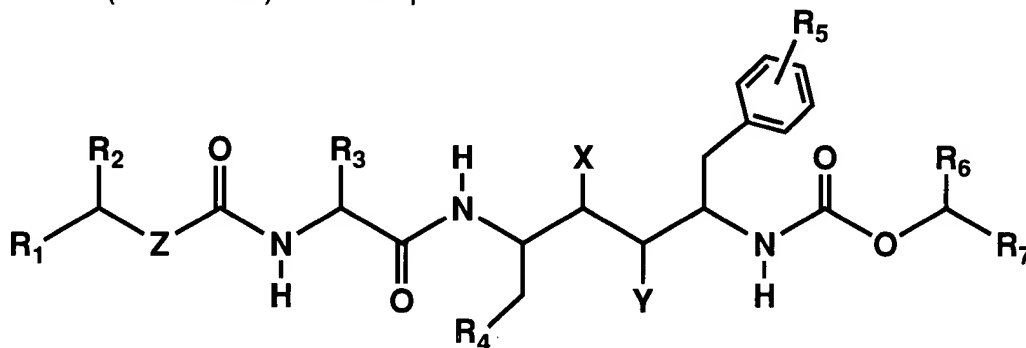
Cont'd R₆ is hydrogen;

R₇ is thiazolyl[,] or oxazolyl, [isoxazolyl or isothiazolyl] wherein the thiazolyl[,] or oxazolyl[, isoxazolyl or isothiazolyl] ring is unsubstituted or substituted with loweralkyl;

X is hydrogen and Y is -OH ;

Z is -N(R₈)- wherein R₈ is loweralkyl or cycloalkyl; or a pharmaceutically acceptable salt, [ester or prodrug thereof.]

7. (Amended) A compound of the formula:



wherein R₁ is monosubstituted thiazolyl[,] or monosubstituted oxazolyl, [monosubstituted isoxazolyl or monosubstituted isothiazolyl] wherein the substituent is selected from (i) loweralkyl, (ii) loweralkenyl and (iii) cycloalkyl;

R₂ is hydrogen;

R₃ is loweralkyl;

R₄ is phenyl wherein the phenyl ring is unsubstituted or substituted with a substituent selected from (i) halo, (ii) loweralkyl, (iii) hydroxy, (iv) alkoxy and (v) thioalkoxy;

R₅ is hydrogen, halo, loweralkyl, hydroxy, alkoxy or thioalkoxy;

R₆ is hydrogen;

R₇ is thiazolyl[,] or oxazolyl, [isoxazolyl or isothiazolyl] wherein the thiazolyl[,] or oxazolyl, [isoxazolyl or isothiazolyl] ring is unsubstituted or substituted with loweralkyl;

X is hydrogen and Y is -OH ; and

Z is -N(R₈)- wherein R₈ is loweralkyl; or a pharmaceutically acceptable salt, ester or prodrug thereof.

9. (Amended) **The compound**, (2S,3S,5S)-5-(N-(N-((N-Methyl-N-((2-isopropyl-4-thiazolyl)methyl)-amino)carbonyl)valinyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane; or a pharmaceutically acceptable salt, ester or prodrug thereof.

10 (Amended) **The compound**, (2S,3S,5S)-5-(N-(N-((N-Methyl-N-((2-isopropyl-4-oxazolyl)methyl)-amino)-carbonyl)valinyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-

hydroxyhexane; or a pharmaceutically acceptable salt, ester or prodrug thereof.

11. (Amended) A compound selected from the group consisting of:
 (2S,3S,5S)-5-(N-(N-((N-Methyl-N-((2-isopropyl-4-thiazolyl)methyl)-amino)carbonyl)alaninyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;
 (2S,3S,5S)-5-(N-(N-((2-Isopropyl-4-thiazolyl)methoxycarbonyl)valinyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;
 (2S,3S,5S)-2-(N-(N-((2-Isopropyl-4-thiazolyl)methoxycarbonyl)valinyl)amino)-5-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;
 (2S,3S,5S)-5-(N-(N-((2-Isopropyl-4-thiazolyl)methoxycarbonyl)alaninyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;
 (2S,3S,5S)-5-(N-(N-((2-(N,N-Dimethylamino)-4-thiazolyl)methoxycarbonyl)valinyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;
 (2S,3S,5S)-2-(N-(N-((2-(N,N-Dimethylamino)-4-thiazolyl)methoxycarbonyl)valinyl)amino)-5-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;
 [(2S,3S,5S)-5-(N-(N-((2-(4-Morpholinyl)-4-thiazolyl)methoxycarbonyl)valinyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;
 (2S,3S,5S)-2-(N-(N-((2-(4-Morpholinyl)-4-thiazolyl)-methoxycarbonyl)valinyl)amino)-5-(N-((5-thiazolyl)-methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;
 (2S,3S,5S)-5-(N-(N-((2-(1-Pyrrolidinyl)-4-thiazolyl)methoxycarbonyl)valinyl)amino)-2-(N-((5-thiazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;]
 (2S,3S,5S)-5-(N-(N-((N-Methyl-N-((2-isopropyl-4-oxazolyl)methyl)amino)-carbonyl)valinyl)amino)-2-(N-((5-oxazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;
 (2S,3S,5S)-5-(N-(N-((N-Methyl-N-((2-isopropyl-4-thiazolyl)methyl)amino)-carbonyl)valinyl)amino)-2-(N-((5-oxazolyl)methoxycarbonyl)amino)-1,6-diphenyl-3-hydroxyhexane;

A4
cont'd